

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
COMMERCIAL DISCOUNT CORPORATION

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COMMERCIAL DISCOUNT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That the Certificate of Incorporation as amended, of this corporation be further amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is Eleven Thousand Two Hundred Fifty (11,250) shares, all of which shares shall be Common Stock (herein referred to as "Common Stock") with a par value of Eight Hundred (\$800.00) Dollars per share. The holders of the outstanding shares of Common Stock shall:

- "1. Be entitled to receive dividends when and if declared by the Board of Directors out of any funds legally available for the declaration of dividends.
- "2. Be entitled to vote for each share of such stock standing in the name of such holder in the books of the corporation.
- "3. Shall not have any pre-emptive right to subscribe to stock, obligations, warrants, rights to subscribe to stock or other securities of the corporation of any class whether now or hereafter authorized."

SECOND: That the said amendment has been consented to and authorized by the holder of all the issued and outstanding

stock, entitled to vote, by a written consent given in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of The General Corporation Law of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said COMMERCIAL DISCOUNT CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Ronald J. Krause, its President and attested by Robert E. Stoneberg, its Secretary this 8th day of January, 1975.

ATTEST:

COMMERCIAL DISCOUNT CORPORATION

Robert E. Stoneberg  
Robert E. Stoneberg  
Secretary

By Ronald J. Krause  
President  
RONALD J. KRAUSE.

(CORPORATE SEAL)

00237

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

BE IT REMEMBERED that on this 8th day of January,  
1975, personally came before me Dennis Saletta,  
Notary Public in and for the County and State aforesaid, Ronald  
J. Krause, President of COMMERCIAL DISCOUNT CORPORATION, a corpora-  
tion of the State of Delaware, the corporation described in and  
which executed the foregoing certificate, known to me personally to  
be such, and he, the said Ronald J. Krause, as such President, duly  
executed said certificate before me and acknowledged the said cer-  
tificate to be his act and deed and the act and deed of said cor-  
poration; that the signatures of the said President and of the  
Secretary of said corporation to said foregoing certificate are in  
the handwriting of the said President and Secretary of said corpo-  
ration respectively, and that the seal affixed to said certificate  
is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of  
office the day and year aforesaid.

Dennis Saletta  
Notary Public DENNIS SALETTA  
Cook County, Illinois

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